

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: :
 :
THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
 :
as representative of : Case No. 17-BK-3283 (LTS)
 :
THE COMMONWEALTH OF PUERTO RICO *et al.*, : (Jointly Administered)
 :
Debtors.¹ :
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In re: :
 :
THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
 :
as representative of : Case No. 17-BK-3566 (LTS)
 :
THE EMPLOYEES RETIREMENT SYSTEM OF THE, : (Jointly Administered)
GOVERNMENT OF THE COMMONWEALTH OF :
PUERTO RICO, :
 :
Debtor. :
----- X

**LIMITED RESPONSE OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO MOTION OF THE COMMONWEALTH OF PUERTO RICO AND
THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO FOR AN ORDER (A) ESTABLISHING PRE-
SOLICITATION PROCEDURES FOR CERTAIN HOLDERS OF RETIREMENT
BENEFIT CLAIMS, (B) ESTABLISHING PROCEDURES AND DEADLINES FOR
SUBMISSION OF INFORMATION NECESSARY FOR SOLICITATION OF
ACCEPTANCE OR REJECTION OF PLAN OF ADJUSTMENT BY SUCH
CLAIMANTS, AND (C) APPROVING FORM AND MANNER OF NOTICE THEREOF**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Judge Laura Taylor Swain:

The Official Committee of Unsecured Creditors (the “Committee”)² hereby files this limited response (the “Limited Response”) to the *Motion of the Commonwealth of Puerto Rico and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico for an Order (A) Establishing Pre-Solicitation Procedures for Certain Holders of Retirement Benefit Claims, (B) Establishing Procedures and Deadlines for Submission of Information Necessary for Solicitation of Acceptance or Rejection of Plan of Adjustment by Such Claimants, and (C) Approving Form and Manner of Notice Thereof* [Docket No. 10839 in Case No. 17-3283 and Docket No. 810 in Case No. 17-3566] (the “Motion”).³ In support of this Limited Response, the Committee respectfully states as follows:⁴

LIMITED RESPONSE

1. The Committee files this Limited Response to request that certain improvements be made to the pre-solicitation procedures proposed in the Motion.⁵

2. First, more time should be provided to return Information Forms. The Committee is concerned that the proposed Return Date of April 30, 2020 will not provide sufficient time to return such forms given, among other things, (i) the large number of Employee Claimants subject to the pre-solicitation procedures; (ii) the existence of a certain number of Employee Claimants (even if a relatively small number) for whom the Debtors “completely lack information,” Motion

² The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

³ Capitalized terms used but not defined herein have the meanings set forth in the Motion and/or attachments thereto.

⁴ The Committee communicated with the Oversight Board in an attempt to resolve the issues raised herein in a consensual manner, but had not obtained a response to its request by the time of the objection deadline.

⁵ The Committee files this Limited Response with respect to active employees of the Debtors who may have accrued retiree benefits but not with respect to current retirees whose interests are represented by the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “Retiree Committee”).

¶ 22; (iii) the large number of Employee Claimants (8,000, according to the Motion) for whom the Debtors “have limited personal information and may be unable to contact,” Motion, ¶ 23, (and who may only obtain notice of the Information Form and return deadline by publication (if at all)); and (iv) the myriad difficulties faced by Puerto Rico residents forced to deal with the administrative demands of the Title III cases, including the impact of recent earthquakes. Therefore, the Committee proposes extending the Return Date to May 31, 2020.

3. Second, the Debtors should establish locations in Puerto Rico where Information Forms can be returned by hand. The proposal in the Motion that a hand delivery location be established in Brooklyn, New York, is hardly a convenient option for Puerto Rico residents. In addition, Puerto Rico hand delivery locations have been used before, in connection with the submission of proofs of claim. There is no reason why the Debtors cannot provide an accessible location for hand delivery of Information Forms.

4. Finally, while the Committee does not represent or speak for current retirees whose interests are represented by the Retiree Committee, the Committee would not oppose the relief proposed in this Limited Response applying to such current retirees as well, but leaves it to the Retiree Committee to speak on behalf of such retirees.

RESERVATION OF RIGHTS

5. Nothing herein shall be construed as limiting the Committee’s rights in any respect with respect to any challenges to the Disclosure Statement, Plan, or solicitation procedures in connection therewith (or any issues related thereto), and the Committee reserves all its rights in that regard.

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WHEREFORE, the Committee requests that the Court modify the Proposed Order as requested herein.

Dated: February 20, 2020

By: /s/ Luc A. Despins

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